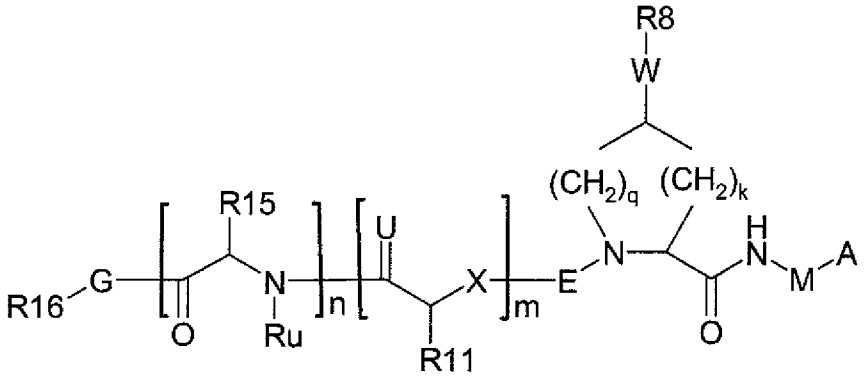
IN THE CLAIMS:

The following listing replaces all prior versions and listings of the claims. Any claim that is cancelled or subject matter deleted is effected without prejudice.

1. (Currently Amended) A compound of the formula I:



wherein

A is $C(=OO)R^1$, $C(=O)NHSO_2R^2$, $C(=O)NHR^3$, or $CR^4R^{4'}$ wherein;

R^1 is hydrogen, C_1-C_6alkyl, C_0-C_3alkylcarbocyclyl, C_0-C_3alkylheterocyclyl;

R^2 is C_1-C_6alkyl, C_0-C_3alkylcarbocyclyl, C_0-C_3alkylheterocyclyl;

R^3 is C_1-C_6alkyl, C_0-C_3alkylcarbocyclyl, C_0-C_3alkylheterocyclyl, -OC_1-C_6alkyl, -OC_0-C_3alkylcarbocyclyl, -OC_0-C_3alkylheterocyclyl;

R^4 is =O, halo, amino, or OH; or R^4 and $R^{4'}$ together are =O;

$R^{4'}$ is C_1-C_6alkyl, C_0-C_3alkylcarbocyclyl, C_0-C_3alkylheterocyclyl; wherein

R^2, R^3, and $R^{4'}$ are each optionally substituted with 1 to 3 substituents independently selected from the group consisting of halo, oxo, nitrile, azido, nitro, C_1-C_6alkyl, C_0-C_3alkylcarbocyclyl, C_0-C_3alkylheterocyclyl, NH_2CO-, Y-NRaRb, Y-O-R_b, Y-C(=O)Rb, Y-(C=O)NRaRb, Y-NRaC(=O)Rb, Y-$NHSO_p$Rb, Y-

$S(=O)_pRb$ and Y-$S(=O)_pNRaRb$, Y-C(=O)ORb, Y-NRaC(=O)ORb;

Y is independently a bond or C_1-C_3alkylene;

Ra is independently H or C_1-C_3alkyl;

Rb is independently H, C_1-C_6alkyl, C_0-C_3alkylcarbocyclyl or C_0-C_3alkylheterocyclyl;

p is independently 1 or 2;

M is $CR^7R^{7'}$ or NRu;

R^7 is C_1-C_6alkyl, C_0-C_3alkylC_3-C_7cycloalkyl, or C_2-C_6alkenyl, any of which is optionally substituted with 1-3 halo atoms, or an amino, -SH, or C_0-C_3alkylcycloalkyl group; or R^7 is J;

$R^{7'}$ is H or taken together with R^7 forms a C_3-C_6cycloalkyl ring optionally substituted with $R^{7'a}$ wherein;

$R^{7'a}$ is C_1-C_6alkyl, C_3-C_5cycloalkyl, C_2-C_6alkenyl any of which may be optionally substituted with halo; or $R^{7'a}$ can be J;

q is 0 to 3 and k is 0 to 3; where $q+k \geq 1$;

W is -CH_2-, -O-, ~~-OC(=O)H-,~~ -OC(=O)-, -S-, –NH-, -NRa, -$NHSO_2$-, -NHC(=O)NH- or -NHC(=O)-, -NHC(=S)NH- or a bond;

R^8 is a ring system containing 1 or 2 saturated, partially saturated or unsaturated rings each of which has 4-7 ring atoms and each of which has 0 to 4 hetero atoms independently selected from S, O and N, the ring system being optionally spaced from W by a C_1-C_3 alkylene group; or R^8 is C_1-C_6 alkyl; any of which R^8 groups can be optionally mono-, di-, or tri-substituted with R^9, wherein

R^9 is independently selected from the group consisting of halo, oxo, nitrile, azido, nitro, C_1-C_6alkyl, C_0-C_3alkylcarbocyclyl, C_0-C_3alkylheterocyclyl, $NH_2C(=O)$-, Y-NRaRb, Y-O-

Rb, Y-C(=O)Rb, Y-(C=O)NRaRb, Y-NRaC(=O)Rb, Y-NHSO$_p$Rb, Y-S(=O)$_p$Rb, Y-S(=O)$_p$NRaRb, Y-C(=O)ORb, Y-NRaC(=O)ORb; wherein said carbocyclyl or heterocyclyl is optionally substituted with R^{10}; wherein

R^{10} is C_1-C_6alkyl, C_3-C_7cycloalkyl, C_1-C_6alkoxy, amino, amido, sulfonyl, (C_1-C_3 alkyl)sulfonyl, NO_2, OH, SH, halo, haloalkyl, carboxyl;

E is -C(=O)-, -C(=S)-, -S(=O)$_2$-, -S(=O)-, -C(=N-Rf)-;

Rf is H, -CN, -C(=O)NRaRb; -C(=O)C_1-C_3alkyl;

X is –NRx- where Rx is H, C_1-C_5alkyl or J; or in the case where E is –C(=O), X can also be -O- or -NRjNRj-;

wherein one of Rj is H and the other is H, C_1-C_5 alkyl or J;

R^{11} is H, C_1-C_6alkyl, C_0-C_3alkylcarbocyclyl, C_0-C_3alkylheterocyclyl, any of which can be substituted with halo, oxo, nitrile, azido, nitro, C_1-C_6alkyl, C_0-C_3alkylcarbocyclyl, C_0-C_3alkylheterocyclyl, $NH_2C(=O)$-, Y-NRaRb, Y-O-Rb, Y-C(=O)Rb, Y-(C=O)NRaRb, Y-NRaC(=O)Rb, Y-NHSO$_p$Rb, Y-S(=O)$_p$Rb, Y-S(=O)$_p$NRaRb, Y-C(=O)ORb, Y-NRaC(=O)ORb; or R^{11} is J;

J, if present, is a single 3 to 10-membered saturated or partially unsaturated alkylene chain extending from the R^7/$R^{7'}$ cycloalkyl or from the carbon atom to which R^7 is attached to one of Rj, Rx, Ry or R^{11} to form a macrocycle, which chain is optionally interrupted by one to three heteroatoms independently selected from: -O-, -S- or -NR^{12}-, and wherein 0 to 3 carbon atoms in the chain are optionally substituted with R^{14}; wherein;

R^{12} is H, C_1-C_6alkyl, C_3-C_6cycloalkyl, or C(=O)R^{13};

R^{13} is C_1-C_6alkyl, C_0-C_3alkylcarbocyclyl, C_0-C_3alkylheterocyclyl;

R^{14} is independently selected from the group consisting of H, C_1-C_6alkyl, C_1-C_6haloalkyl, C_1-C_6alkoxy, hydroxy, halo, amino, oxo, thio and C_1-C_6thioalkyl;

Ru is independently H or C_1-C_3alkyl;

m is 0 or 1; n is 0 or 1;

U is =O or is absent;

R^{15} is H, C_1-C_6alkyl, C_0-C_3alkylcarbocyclyl, C_0-C_3alkylheterocyclyl, any of which can be substituted with halo, oxo, nitrile, azido, nitro, C_1-C_6 alkyl, C_0-C_3alkylheterocyclyl, C_0-C_3alkylcarbocyclyl, NH_2CO-, Y-NRaRb, Y-O-Rb, Y-C(=O)Rb, Y-(C=O)NRaRb, Y-NRaC(=O)Rb, Y-$NHSO_p$Rb, Y-$S(=O)_p$Rb, Y-$S(=O)_p$NRaRb, Y-C(=O)ORb, Y-NRaC(=O)ORb;

G is –O-, -NRy-, –NRjNRj-: where one Rj is H and the other Rj is H, C_1-C_5 alkyl or J;

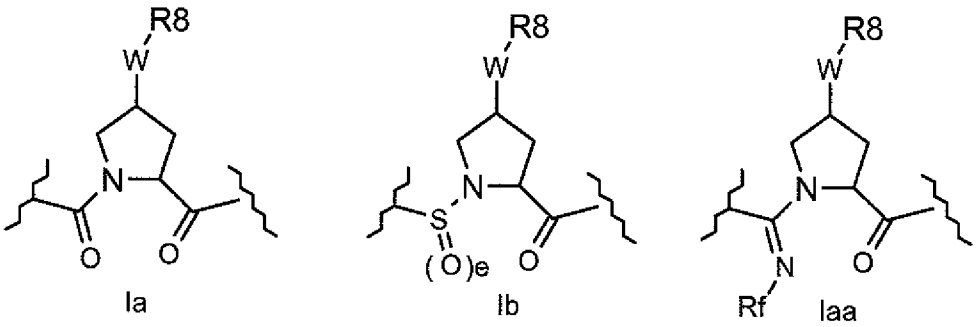
Ry is H, C_1-C_3 alkyl; or Ry is J;

R^{16} is H; or C_1-C_6alkyl, C_0-C_3alkylcarbocyclyl, C_0-C_3alkylheterocyclyl, any of which can be substituted with halo, oxo, nitrile, azido, nitro, C_1-C_6alkyl, C_0-C_3alkylcarbocyclyl, C_0-C_3alkylheterocyclyl, NH_2CO-, Y-NRaRb, Y-O-Rb, Y-C(=O)Rb, Y-(C=O)NRaRb, Y-NRaC(=O)Rb, Y-$NHSO_p$Rb, Y-$S(=O)_p$Rb, Y-$S(=O)_p$NRaRb, Y-C(=O)ORb, Y-NRaC(=O)ORb; with the proviso that when m=n=0 and G is O then R^{16} is not tert.butyl or phenyl;

or a pharmaceutically acceptable salt or prodrug thereof.

2. (Original) A compound according to Claim 1, wherein M is $CR^7R^{7'}$.

3. (Original) A compound according to claim 1, with the partial structure Ia, Ib or Iaa:



where e is 1 or 2.

4. (Original) A compound to Claim 1, wherein E is –C(=O)-.

5. (Original) A compound according to Claim 1, wherein m is 0 and n is 0.

6. (Original) A compound according to Claim 5, wherein G is –NRy- or -NRjNRj-.

7. (Original) A compound according to Claim 6, where Ry or one of the Rj groups is J, thereby defining a macrocyclic compound.

8. (Original) A compound according to Claim 7, wherein R^{16} is H, C_1-C_3 alkyl or C_3-C_6 cycloalkyl.

9. (Original) A compound according to Claim 1, wherein m is 1.

10. (Original) A compound according to Claim 9, wherein X is –NRx-.

11. (Original) A compound according to Claim 9, wherein U is O.

12. (Currently Amended) A compound according to Claim 9, wherein R^{11} is C_1-C_6alkyl, C_0-C_3alkylcarbocyclyl, C_0-C_3alkylaryl or C_0-C_3alkylheteroaryl, any of which is optionally substituted with halo, amino, C_1-C_6alkoxy, C_1-C_6thioalkyl, carboxyl, (C_1-C_6alkoxy)carbonyl, aryl, heteroaryl, ~~or~~ heterocyclyl~~, and especially wherein the substituent is~~ or hydroxy or C(=O)OR^{14}.

13. (Currently Amended) A compound according to Claim 12, wherein R^{11} is phenylethyl, 2,2-dimethyl-propyl, cyclohexylmethyl, phenylmethyl, 2-pyridylmethyl, 4-hydroxy-phenylmethyl, or carboxylpropyl; ~~or especially~~ tert-butyl, iso-butyl, or cyclohexyl.

14. (Original) A compound according to Claim 9, wherein one of Rx or R^{11} is J, thereby defining a macrocyclic compound.

15. (Original) A compound according to Claim 9, wherein n is 1.

16. (Original) A compound according to Claim 15, wherein R^{15} is C_1-C_6alkyl or C_0-C_3alkylcarbocyclyl, either of which is optionally substituted.

17. (Original) A compound according to Claim 16, wherein R^{15} is cyclohexyl, cyclohexylmethyl, tert-butyl, iso-propyl, or iso-butyl.

18. (Original) A compound according to Claim 9, wherein G is NRy or –NRjNRj-,

where Ry or one Rj is H or methyl, and the other Rj is H.

19. (Currently Amended) A compound according to Claim 18, wherein R^{16} is H, C_1-C_6alkyl, or a 5 or 6 membered heterocycle~~, especially morpholine, piperidine or piperazine~~.

20. (Original) A compound according to claim 9, wherein R^{16} is C_1-C_6alkyl, C_0-C_3alkylheterocyclyl, C_0-C_3alkylcarbocyclyl, any of which is optionally substituted with hydroxy, halo, amino, or C_1-C_6alkoxy.

21. (Original) A compound according to Claim 20, wherein R^{16} is 2-indanol, indanyl, 2-hydroxy-1-phenyl-ethyl, 2-thiophenemethyl, cyclohexylmethyl, 2,3-methylenedioxybenzyl, cyclohexyl, benzyl, 2-pyridylmethyl, cyclobutyl, iso-butyl, n-propyl, or 4-methoxyphenylethyl.

22. (Currently Amended) A compound according to Claim 1, wherein W is -OC(=O)-, -NRa-, -NHS(O)$_2$-or -NHC(=O)-; or ~~especially~~ –OC(=O)NH- ~~or –NH~~.

23. (Currently Amended) A compound according to Claim 1, wherein W is –S-, a bond or ~~especially~~ -O-.

24. (Original) A compound according to Claim 22 or 23 wherein R^8 is optionally substituted C_0-C_3alkylcarbocyclyl or optionally substituted C_0-C_3-alkylheterocyclyl.

25. (Original) A compound according to Claim 24, wherein the C_0-C_3 alkyl moiety is methylene or preferably a bond.

26 (Original) A compound according to Claim 25 wherein R^8 is C_0-C_3alkylaryl, or C_0-C_3alkylheteroaryl, either of which is optionally mono, di, or tri substituted with R^9, wherein;

R^9 is C_1-C_6 alkyl, C_1-C_6alkoxy, NO_2, OH, halo, trifluoromethyl, amino amido optionally mono- or di-substituted with C_1-C_6alkyl, C_0-C_3alkylaryl, C_o-C_3alkylheteroaryl, carboxyl, aryl or heteroaryl being optionally substituted with R^{10}; wherein

R^{10} is C_1-C_6alkyl, C_3-C_7cycloalkyl, C_1-C_6alkoxy, amino optionally mono- or di-substituted with C_1-C_6alkyl, amido, sulfonylC_1-C_3alkyl, NO_2, OH, halo, trifluoromethyl, carboxyl, or heteroaryl.

27 (Original) A compound according to Claim 26 wherein R^9 is C_1-C_6 alkyl, C_1-C_6alkoxy, amino, di-(C_1-C_3 alkyl)amino, C_1-C_3alkylamide, aryl or heteroaryl, the aryl or heteroaryl being optionally substituted with R^{10}; wherein

R^{10} is C_1-C_6alkyl, C_3-C_7cycloalkyl, C_1-C_6alkoxy, amino, mono- or di-C_1-C_3 alkylamino, amido, halo, trifluoromethyl, or heteroaryl.

28. (Original) A compound according to Claim 27, wherein, R^{10} is C_1-C_6alkyl, C_1-C_6alkoxy, amino optionally mono- or di substituted with C_1-C_3 alkyl, amido, C_1-C_3-alkylamide, halo, or heteroaryl.

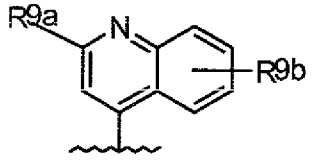
29. (Original) A compound according to Claim 28 wherein R^{10} is methyl, ethyl, isopropyl, tert-butyl, methoxy, chloro, amino optionally mono- or di substituted with C_1-C_3

alkyl, amido, or C_1-C_3alkyl thiazolyl.

30 (Currently Amended) A compound according to Claim [[29]] 25, wherein R^8 is 1-naphthylmethyl, 2-naphthylmethyl, benzyl, 1-naphthyl, 2-naphthyl, or quinolinyl any of which is unsubstituted, mono, or disubstituted with R^9 ~~as defined~~.

31 (Currently Amended) A compound according to Claim 30 wherein R^8 is 1-naphthylmethyl, or quinolinyl any of which is unsubstituted, mono, or disubstituted with R^9 ~~as defined~~.

32 (Original) A compound according to Claim 31 wherein R^8 is:



wherein R^{9a} is C_1-C_6 alkyl; C_1-C_6alkoxy; thioC_1-C_3alkyl; amino optionally substituted with C_1-C_6alkyl; C_0-C_3alkylaryl; or C_0-C_3alkylheteroaryl, C_0-C_3alkylheterocyclyl, said aryl, heteroaryl or heterocycle being optionally substituted with R^{10} wherein

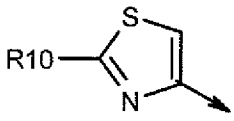
R^{10} is C_1-C_6alkyl, C_0-C_3alkylC_3-C_7cycloalkyl, C_1-C_6alkoxy, amino optionally mono- or di-substituted with C_1-C_6alkyl, amido, C_1-C_3alkyl amide; and

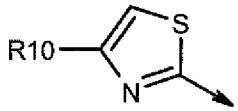
R^{9b} is C_1-C_6 alkyl, C_1-C_6-alkoxy, amino, di(C_1-C_3alkyl)amino, (C_1-C_3alkyl) amide, NO_2, OH, halo, trifluoromethyl, carboxyl.

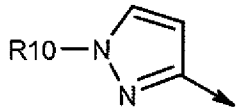
33 (Currently Amened) A compound according to Claim 32, wherein R^{9a} is aryl or

heteroaryl, either of which is optionally substituted with R^{10} ~~as defined~~.

34 (Original) A compound according to Claim 33, wherein R^{9a} is selected from the group consisted of:



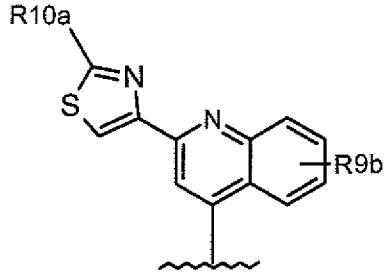




wherein R^{10} is H, C_1-C_6alkyl, or C_0-C_3alkylcycloalkyl, amino optionally mono- or di-substituted with C_1-C_6alkyl, amido, (C_1-C_3alkyl)amide.

35. (Currently Amended) A compound according to Claim 33, wherein R^{9a} is ~~optionally substituted optionally substituted with R_{10}~~ phenyl, ~~preferably phenyl~~ optionally substituted with C_1-C_6alkyl; C_1-C_6alkoxy; or halo.

36. (Original) A compound according to Claim 32, wherein R^8 is:



wherein R^{10a} is H, C_1-C_6alkyl, or C_0-C_3alkylcarbocyclyl, amino optionally mono- or di-substituted with C_1-C_6alkyl, amido, heteroaryl or heterocyclyl; and R^{9b} is C_1-C_6 alkyl, C_1-C_6-alkoxy, amino, di(C_1-C_3 alkyl)amino, amido, NO_2, OH, halo, trifluoromethyl, or carboxyl.

37. (Currently Amended) A compound according to ~~any~~ Claim 32, wherein R^{9b} is C_1-C_6-alkoxy~~, preferably methoxy~~.

38. (Original) A compound according to Claim 1, wherein A is $C(=O)NHSO_2R^2$.

39. (Currently Amended) A compound according to Claim 38, wherein R^2 is optionally substituted C_1-C_6 alkyl~~, preferably methyl~~.

40. (Currently Amended) A compound according to Claim 38, wherein R^2 is optionally substituted C_3-C_7cycloalkyl~~, preferably cyclopropyl~~.

41. (Currently Amended) A compound according to Claim 38, wherein R^2 is optionally substituted C_0-C_6alkylaryl~~, preferably optionally substituted phenyl~~.

42. (Original) A compound according to Claim 1, wherein A is $C(=O)OR^1$.

43. (Currently Amended) A compound according to Claim 42, wherein R^1 is H or C_1-C_6 alkyl~~, preferably hydrogen, methyl, ethyl, or tert-butyl~~.

44. (Currently Amended) A compound according to Claim 2, wherein $R^{7'}$ is H and R^7 is n-ethyl, cyclopropylmethyl, cyclopropyl, cyclobutylmethyl cyclobutyl or mercaptomethyl, ~~preferably n-propyl or 2,2-difluoroethyl~~.

45. (Original) A compound according to Claim 2, wherein R^7 and $R^{7'}$ together define a spiro-cyclopropyl or spiro-cyclobutyl ring, both optionally mono or di-substituted with $R^{7,a}$ wherein;

$R^{7'a}$ is C_1-C_6 alkyl, C_3-C_5cycloalkyl, or C_2-C_6 alkenyl, any of which is optionally substituted with halo; or R^{7a} is J.

46. (Original) A compound according to Claim 45 wherein the ring is a spiro-cyclopropyl ring substituted with $R^{7,a}$ wherein;

$R^{7'a}$ is ethyl, vinyl, cyclopropyl, 1- or 2-bromoethyl, 1-or 2-fluoroethyl, 2-bromovinyl or 2-fluorethyl.

47. (Original) A compound according to Claim 2, wherein R^7 is J and $R^{7'}$ is H.

48. (Currently Amended) A compound according to Claim 1, wherein J is a 3 to 8-membered saturated or unsaturated alkylene chain optionally containing one to two heteroatoms independently selected from: -O-, -S- or -NR^{12}- , wherein R^{12} is H, C_1-C_6 alkyl, ~~such as methyl,~~ or -C(=O)C_1-C_6 alkyl~~, such as acetyl~~.

49. (Original) A compound according to Claim 48, wherein J is a 4 to 7-membered saturated or unsaturated, all carbon alkylene chain.

50. (Original) A compound according to Claim 48, wherein J is saturated or mono-

unsaturated.

51. (Original) A compound according to Claim 48, wherein J is dimensioned to provide a macrocycle of 14 or 15 ring atoms.

52. (Original) A pharmaceutical composition comprising a compound as defined in claim 1, and a pharmaceutically acceptable carrier therefor.

53. (Original) A pharmaceutical composition according to Claim 52, further comprising an additional HCV antiviral, selected from nucleoside analogue polymerase inhibitors, protease inhibitors, ribavirin and interferon.

54-55. (Cancelled)

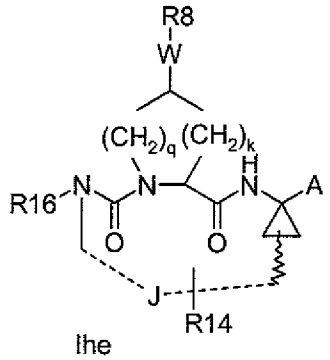
56. (Currently Amended) A method for treatment or prophylaxis of flavivirus infection such as HCV comprising ~~the administration~~ administering ~~of~~ an effective amount of a compound as defined in claim 1 to an individual afflicted or at risk of such infection.

57. (New) The compound according to Claim 19 wherein heterocycle is morpholine, piperidine or piperazine.

58. (New) The compound according to Claim 40 wherein R^2 is optionally substituted cyclopropyl whereint the substitutent is C_1-C_3 alkyl.

59. (New) The method according to Claim 56 wherein the flavivirus infection is HCV infection.

60. (New) Acompound according to Claim 1 with the formula lhe



lhe

or pharmaceutically acceptable salf thereof

wherein

R^{16} is H, or C_1-C_6alkyl;

J is a single 3 to 10-membered saturated or partially unsaturated alkylene chain;

q is 1 and k is 1;

A is $C(=O)OR^1$, or $C(=O)NHSO_2R^2$, wherein

R^1 is hydrogen or C_1-C_6alkyl;

R^2 is C_1-C_6alkyl, C_0-C_3alkylcarbocyclyl, C_0-C_3alkylheterocyclyl;

W is -O- or -OC(=O)NH-;

R^8 is C_0-C_3alkylaryl or C_0-C_3alkylheteroaryl, either of which is optionally mono, di, or tri substituted with R^9, wherein;

R^9 is C_1-C_6alkyl, C_1-C_6alkoxy, NO_2, OH, halo, trifluoromethyl, amino or amido

optionally mono- or di-substituted with C_1-C_6alkyl, C_0-C_3alkylaryl, C_0-C_3alkylheteroaryl, carboxyl, aryl or heteroaryl being optionally substituted with R^{10}; wherein

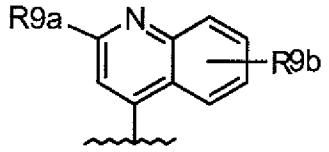
R^{10} is C_1-C_6alkyl, C_3-C_7cycloalkyl, C_1-C_6alkoxy, amino optionally mono- or di-substituted with C_1-C_6alkyl, C_1-C_3 alkyl amide, sulfonylC_1-C_3alkyl, NO_2, OH, halo, trifluoromethyl, carboxyl or heteroaryl.

61. (New) A compound according to Claim 60, wherein J is a single 5-8 membered saturated or partially unsaturated alkylene chain..

62. (New) A compound according to Claims 60, wherein J is monounsaturated.

63. (New) A compound according to Claim 62, wherein J has one double bond spaced one carbon atom from the cyclopropyl group depicted in formula Ihe.

64. (New) A compound according to Claim 60, wherein R^8 is the group

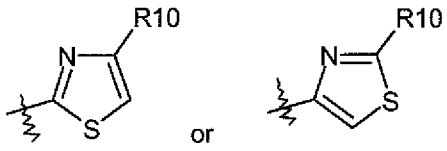


wherein R^{9a} is C_0-C_3alkylaryl, C_0-C_3alkylheteroaryl, or C_0-C_3alkylheterocyclyl; said aryl, heteroaryl or heterocyclyl being optionally substituted with R^{10} wherein R^{10} is C_1-C_6alkyl, amino, amino mono- or disubstituted with C_1-C_6alkyl or NHC(=O)C_1-C_6alkyl; and

R^{9b} is C_1-C_6-alkoxy; or

R^8 is C_0-C_3alkylaryl wherein the aryl group is optionally substituted with 1-2 substituents selected from C_0-C_3alkylheterocyclyl and trifluoC_1-C_6alkyl; and wherein the C_0-C_3alkylheterocyclyl is optionally substituted with R^{10}.

65. (New) A compound according to Claim 64, wherein R^{9a} is phenyl,



wherein R^{10} is H, C_1-C_6alkyl, amino, amino mono or disubstituted with C_1-C_3alkyl.

66. (New) A compound according to any of Claims 60, wherein A is $C(=O)NHS(=O)_2R^2$.

67. (New) A compound according to Claim 66, wherein R^2 is optionally substituted cycloalkyl.

68. (New) The compound according to Claim 67 wherein R^2 is optionally substituted cyclopropyl.